

Daniel D. Harshman (SBN# 177139)  
Charles E. Wheeler (SBN# 82915)  
Cozen O'Connor  
425 California Street, Suite 2400  
San Francisco, CA 94104  
Telephone: (415) 617-6100  
Facsimile: (415) 617-6101  
E-mail: dharshman@cozen.com  
cwheeler@cozen.com

Attorneys for Plaintiff  
PSI Corporation

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND BRANCH**

PSI CORPORATION (f/k/a FRIENDLYWAY  
CORPORATION, f/k/a BIOFARM, INC.).

Case No. C 07-02869 SBA

**Plaintiff**

vs.

ALEXANDER VON WELCZEK, HENRY  
LO, MICHAEL DRAPER, and  
FRIENDLYWAY AG.

[PROPOSED] ORDER REGARDING  
PSI CORPORATION'S MOTION TO  
DISMISS DEFENDANTS VON  
WELCZECK AND LO'S CROSS-  
COMPLAINT

## JURY TRIAL DEMANDED

Date : September 11, 2007

Time : 1:00 p.m.

Dept. : Courtroom 3, 3<sup>rd</sup> Floor

FRIENDLYWAY, INC., KARL  
JOHANNSMEIER, PACIFIC CAPSOURCE,  
INC., and DERMA PIJLS, INC.

## Nominal Defendants.

[PROPOSED] ORDER REGARDING PSI CORPORATION'S MOTION TO DISMISS DEFENDANTS  
VON WELCZECK AND LO'S CROSS COMPLAINT  
CASE NO. C 07-02869 SBA

1 On September 11, 2007 at 1:00 p.m., in Courtroom 3, Third Floor, the Motion to  
2 Dismiss pursuant to Fed.R.Civ.P. 12(b)(6) filed by PSI Corporation came on a regularly  
3 scheduled hearing. George Gowen and Daniel Harshman, for the law firm of Cozen  
4 O'Connor, appeared on behalf of the Plaintiff, PSI Corporation. Harry G. Lewis for the  
5 Cornerstone Law Group appeared on behalf of the Defendants Alexander von Welczeck  
6 and Henry Lo.

7 The Court, having read and considered the parties' papers and having heard oral  
8 arguments of counsel, good cause having been shown, finds that Defendants' Cross  
9 Complaint failed to state a claim upon which relief can be granted in the following Counts  
10 of their Cross Complaint:

11 1. Second Claim for Relief alleging breach of contract regarding the  
12 SEA/Closing Agreement;

13 2. Third Claim for Relief alleging breach of contract for the FW Corp./Pantel  
14 Merger relating to a \$50,000 line of credit; and;

15 3. Fourth Claim for Relief alleging unjust enrichment.

16 It is therefore ORDERED that Plaintiff PSI Corporation's Motion to Dismiss is  
17 GRANTED and the aforementioned claims for relief are hereby dismissed from the Cross-  
18 complaint with prejudice.

19 Dated: \_\_\_\_\_

20 \_\_\_\_\_ United States District Judge  
21

22 SAN\_FRANCISCO\41735\1 198844.000  
23